

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	X	
	:	
In re:	:	Chapter 11
	:	
MEDIAMATH HOLDINGS, INC., <i>et al.</i> , ¹	:	Case No. 23-10882 (LSS)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	Re: Docket No. 56

**SUPPLEMENTAL DECLARATION OF MICHAEL KATZENSTEIN IN SUPPORT
OF APPLICATION AUTHORIZING THE EMPLOYMENT AND RETENTION OF FTI
CONSULTING, INC., AS FINANCIAL ADVISORS TO THE DEBTORS AND DEBTORS
IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

I, Michael Katzenstein, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a Senior Managing Director with FTI Consulting, Inc. (“FTI”).
2. I submit this supplemental declaration (this “**Supplemental Declaration**”)

in support of the *Debtors’ Application for an Order Authorizing the Employment and Retention of FTI Consulting, Inc., as Financial Advisors to the Debtors and Debtors in Possession, Effective as of the Petition Date* (the “**Application**”).² This Supplemental Declaration supplements the *Declaration of Michael Katzenstein in Support of Application Authorizing the Employment and Retention of FTI Consulting, Inc., as Financial Advisors to the Debtors and Debtors in Possession,*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: MediaMath Holdings, Inc. (2425), MediaMath, Inc. (1297), MediaMath Ventures, LLC (4588), Adroit DS, LLC (0700), Searchlight MM Topco, L.P. (9412), Searchlight MM Topco GP, LLC (N/A), and Searchlight MM Holdings, LLC (5372). The Debtors’ address is MediaMath, Inc., c/o Epiq Corporate Restructuring, LLC, P.O. Box 4420, Beaverton, Oregon 97076-4420.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

Effective as of the Petition Date (the “**Original Declaration**”) attached as Exhibit B to the Application.

3. Before the Petition Date, FTI received the following payments from the Debtors:

Transaction	Invoice Date	Receipt Date	Amount Invoiced	Date Range of Services	Amount Paid	Cash on Account Balance
Initial Cash on Account		3/30/2023			300,000.00	300,000.00
Invoice	4/19/2023		173,594.50	3/28/23 - 4/16/23	(Cash on Account Applied)	126,405.50
Replenishment		4/21/2023			173,594.50	300,000.00
Invoice	4/28/2023		55,038.00	4/17/23 - 4/23/23	(Cash on Account Applied)	244,962.00
Replenishment		5/5/2023			55,038.00	300,000.00
Invoice	5/5/2023		52,549.50	4/24/23 - 4/30/23	(Cash on Account Applied)	247,450.50
Replenishment		5/12/2023			52,549.50	300,000.00
Invoice	5/17/2023		130,306.00	5/1/23 - 5/14/23	(Cash on Account Applied)	169,694.00
Replenishment		5/26/2023			130,306.00	300,000.00
Invoice	5/31/2023		134,168.50	5/15/23 - 5/31/23	(Cash on Account Applied)	165,831.50
Replenishment		6/9/2023			40,000.00	205,831.50
Replenishment		6/26/2023			300,000.00	505,831.50
Invoice	6/26/2023		130,446.00	6/1/23- 6/18/23	(Cash on Account Applied)	375,385.50
Invoice	6/29/2023		113,679.00	6/19/23 - 6/25/23	(Cash on Account Applied)	261,706.50
Replenishment		6/30/2023			150,000.00	411,706.50
Invoice	6/30/2023		337,506.00	6/26/23 - 6/30/23	(Cash on Account Applied)	74,200.50

4. In the Original Declaration, FTI disclosed that Goldberg Kohn was a current client. Goldberg Kohn is listed as a current client because it has retained FTI and certain of its

subsidiaries in multiple matters on behalf of its end clients, none of whom are the Debtors. Goldberg Kohn is not a recent former or current FTI end client. None of the recently closed or open matters relate to the Debtors or their chapter 11 cases. FTI's revenue attributable to Goldberg Kohn (including revenue received from Goldberg Kohn end clients) did not exceed 1% of annual revenue for the years ending December 31, 2021 or 2022.

5. FTI additionally disclosed Goldman Sachs Group Inc. and certain of its subsidiaries (collectively, "**Goldman Sachs**") as current clients of FTI and certain of its subsidiaries (collectively, the "**Goldman Sachs Engagements**"). Neither the Goldman Sachs Engagements nor the recently closed matters for Goldman Sachs relate to the Debtors or their chapter 11 cases. FTI's revenue attributable to Goldman Sachs did not exceed 1% of annual revenue for the years ending December 31, 2021 or 2022.

6. If FTI discovers additional information that requires disclosure, FTI will promptly file a supplemental disclosure with this Court as required by Bankruptcy Rule 2014. FTI reserves the right to supplement this Supplemental Declaration in the event that FTI discovers any facts bearing on matters described in this Supplemental Declaration regarding FTI's employment by the Debtors.

7. The facts set forth in this Supplemental Declaration are true and correct to the best of my knowledge, information, and belief.

Dated: July 31, 2023

/s/ Michael Katzenstein

Michael Katzenstein
FTI Consulting, Inc.